

Stafeil Jeffrey  
 Form 4  
 October 31, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Stafeil Jeffrey

(Last) (First) (Middle)

VISTEON CORPORATION, ONE  
 VILLAGE CENTER DRIVE

(Street)

VAN BUREN  
 TOWNSHIP, MI 48111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 VISTEON CORP [VC]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

## Edgar Filing: Stafeil Jeffrey - Form 4

| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |              |                      |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|--------------|----------------------|
|                        |  |                      | Code V          | (A) (D)   | Date Exercisable | Expiration Date  | Title        | Amount Number Shares |
| Restricted Stock Units | <u>(1)</u>                               | 10/31/2012           | A               | 29,070  | <u>(1)</u>       | 10/29/2015       | Common Stock | 29,070               |
| Performance Rights     | <u>(2)</u>                               | 10/31/2012           | A               | 120,106   | <u>(2)</u>       | 12/31/2015       | Common Stock | 120,106              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Stafeil Jeffrey<br>VISTEON CORPORATION<br>ONE VILLAGE CENTER DRIVE<br>VAN BUREN TOWNSHIP, MI 48111 |               |           | Executive Vice President |       |

## Signatures

Heidi A. Sepanik, Secretary, Visteon Corporation on behalf of Jeffrey M. Stafeil 10/31/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted Stock Units vest to the extent of 33% of the units granted each year following the first anniversary of October 29, 2012 until the third anniversary of such date. Each Restricted Stock Unit will be converted and distributed to me, without payment, in stock (or cash at the election of Visteon), subject to tax withholding.

(2) Each performance right represents a contingent right to receive one share of Visteon common stock. The vesting of the performance rights is based on achievement of a total shareholder return goal during a three year performance period, and is payable in stock (or cash at the election of Visteon), subject to tax withholding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.